

**APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY OF**

FILED
In the Office of the
Secretary of State of Texas

MAR 03 1975

----- HAYNIE PRODUCTS, INC. -----

James B. Chote
Deputy Director, Corporation Division

To the Secretary of State
of the State of Texas:

Pursuant to the provisions of Article 8.13 of the Texas Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Texas and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on October 9, 1968
/19/, authorizing it to transact business in the State of Texas under the
name of Haynie Products, Inc.

2. Its corporate name has been changed to Zapata Haynie Corporation

(Note: If the corporate name has not been changed, insert "No change".)

3. The name which it elects to use hereafter in the State of Texas is Zapata Haynie Corporation

(Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation", "company", "incorporated", "limited" or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Texas)

4. It desires to pursue in the transaction of business in the State of Texas other or additional purposes than those set forth in its prior application for certificate of authority, as follows:

(Note: If no other additional purposes are proposed, insert "No change".)

X No change.

Dated: December 31, , 19 74

ZAPATA HAYNIE CORPORATION
By *Allen W. Haynie*
Its _____ President
And *Ammon G. Dunton, Jr.*
Its *Assistant* Secretary

STATE OF Virginia }
COUNTY OF Lancaster }

I, Jeanette S. Luttrell, a notary public, do hereby
certify that on this 24th day of February,
19 74, personally appeared before me Allen W. Haynie and Ammon G. Dunton, Jr.,
who being by me first duly sworn, declared that ~~he is the~~ they are the President and Asst. Secretary
of Zapata Haynie Corporation, that ~~he~~ they signed the foregoing docu-
ment as President and Asst. Secretary of the corporation, and that the state-
ments therein contained are true.

Jeanette S. Luttrell
Notary Public

My commission expires: Aug. 7, 1977

ARTICLES OF MERGER

OF

ZAPATA HAYNIE CORPORATION, a Delaware corporation,
and ZAPATA PROTEIN, INC., a Texas corporation

INTO

ZAPATA HAYNIE CORPORATION, a Virginia corporation

1. The Plan of Merger is set forth as Annex A hereto,
which is incorporated herein by this reference.

2. As to Zapata Haynie Corporation, a Delaware corporation,
the Board of Directors approved the Plan by unanimous written con-
sent on January 1, 1974; and on the same date the sole stockholder
of Zapata Haynie Corporation, a Delaware corporation, did consent
in writing to the Plan of Merger, which Plan of Merger was there-
fore adopted as the act of the stockholder of the corporation.

As to Zapata Protein, Inc., a Texas corporation, the
Board of Directors approved the Plan by unanimous written consent
on January 1, 1974; and on the same date the sole stockholder of
Zapata Protein, Inc. did consent in writing to the Plan of Merger,
which Plan of Merger was therefore adopted as the act of the
✓ stockholder of the corporation.

As to Zapata Haynie Corporation, a Virginia corporation,
the Board of Directors approved the Plan by unanimous written
consent on January 1, 1974; and on the same date the sole stockholder
of Zapata Haynie Corporation, a Virginia corporation, did consent

in writing to the Plan of Merger, which Plan of Merger was therefore adopted as the act of the stockholder of the corporation.

3. The vote was as follows:

	<u>No. of shs. outstanding & entitled to vote</u>	<u>No. of shs. voted for</u>	<u>No. of shs. voted against</u>
Zapata Haynie Corporation (Delaware)	1000	1000	0
Zapata Protein, Inc.	1000	1000	0
Zapata Haynie Corporation (Virginia)	1000	1000	0

In each case, outstanding shares are of a single class.

4. On the Effective Date, after issuance of a Certificate of Merger, the stated capital of Zapata Haynie Corporation, a Virginia corporation, shall be \$1,000.00.

5. The merger set forth in the attached Agreement and Plan of Merger is permitted by the laws of the State of Delaware, the State in which Zapata Haynie Corporation (a Delaware Corporation) is organized, and by the laws of the State of Texas, the state in which Zapata Protein, Inc. is organized, and all conditions required by the laws of said states have been satisfied. The surviving corporation, Zapata Haynie Corporation shall continue to be a domestic corporation, organized under the laws of the Commonwealth of Virginia.

IN WITNESS WHEREOF, Zapata Haynie Corporation (a Delaware corporation), Zapata Protein, Inc. and Zapata Haynie Corporation

(a Virginia corporation) have duly executed these Articles of Merger by their respective presidents and secretaries as of this 1st day of January, 1974.

ZAPATA HAYNIE CORPORATION
(a Delaware corporation)

By: Paul W. Kelly
Vice President

And By: Sam H. Smith
Secretary

✓ ZAPATA PROTEIN, INC.

By: Paul W. Kelly
Vice President

And By: Sam H. Smith
Secretary

ZAPATA HAYNIE CORPORATION
(a Virginia corporation)

By: Paul W. Kelly
Vice President

And By: Sam H. Smith
Secretary

ANNEX A

AGREEMENT AND PLAN OF MERGER

OF

ZAPATA HAYNIE CORPORATION, a Delaware Corporation
and ZAPATA PROTEIN, INC., a Texas Corporation

into

ZAPATA HAYNIE CORPORATION, a Virginia Corporation

THIS AGREEMENT AND PLAN OF MERGER, dated as of the 1st day of January, 1974, among Zapata Haynie Corporation, a Delaware corporation (hereinafter called "Zapata Delaware"), Zapata Protein, Inc., a Texas corporation (hereinafter called "Zapata Texas") and Zapata Haynie Corporation, a Virginia corporation (hereinafter called "Zapata Virginia"), Zapata Delaware, Zapata Texas and Zapata Virginia being hereinafter sometimes called the "Constituent Corporations".

W I T N E S S E T H :

THAT, WHEREAS, Zapata Delaware has an authorized capitalization of 1,000 shares of capital stock, \$1.00 par value, all of which are issued and outstanding and no shares are held in its treasury; and

WHEREAS, Zapata Texas has an authorized capitalization consisting of 1,000 shares of common stock, \$1.00 par value, all of which are issued and outstanding and no shares are held in its treasury; and

WHEREAS, Zapata Virginia has an authorized capitalization of 1,000 shares of capital stock, \$1.00 par value, all of which are issued and outstanding and no shares are held in its treasury; and

WHEREAS, the Board of Directors of the respective Constituent Corporations have adopted resolutions approving the merger of Zapata Delaware and Zapata Texas into Zapata Virginia pursuant to the General Corporation Law of the State of Delaware, the Virginia Stock Corporation Act and the Texas Business Corporation Act, all on the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants herein contained and for the purpose of prescribing the terms and conditions of such mergers, the modes of carrying the same into effect, and such other details and provisions of the mergers as are deemed necessary or desirable, the parties hereto have agreed and covenanted, and do hereby agree and covenant, as follows:

1. When the mergers contemplated by this Agreement shall become effective under the General Corporation Law of the State of Delaware, the Virginia Stock Corporation Act and the Texas Business Corporation Act the separate existences of Zapata Delaware and Zapata Texas shall cease, and Zapata Delaware and Zapata Texas shall be merged into Zapata Virginia. Zapata

Virginia, as the corporation surviving the merger (hereinafter called the "Surviving Corporation"), shall continue its corporate existence under the laws of the Commonwealth of Virginia. The time at which the Certificate of Merger is issued by the State Corporation Commission of Virginia is hereinafter called the "Effective Date".

2. On the Effective Date, the Articles of Incorporation of Zapata Virginia shall continue to be the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed in the manner prescribed by law. The By-laws of Zapata Virginia in effect on the date hereof shall continue to be the By-laws of the Surviving Corporation until altered, amended or repealed as provided therein.

3. This Agreement and Plan of Merger shall be submitted as promptly as practicable to the sole stockholder of each of the Constituent Corporations in the manner provided in the General Corporation Law of the State of Delaware, the Virginia Stock Corporation Act and the Business Corporation Law of the State of Texas, and, if duly approved by such stockholder, shall, subject to further provisions of this Agreement, promptly be certified, signed, sealed, acknowledged, filed and recorded as required by General Corporation Law of the State of Delaware; and shall be incorporated into the Articles of Merger duly executed, verified, filed and recorded in accordance with the laws of the Commonwealth of Virginia and the State of Texas.

4. On the Effective Date, the Surviving Corporation shall possess all the rights, privileges, powers and franchises, as well of a public as of a private nature, and shall be subject to all restrictions, disabilities, and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property and assets, real, personal and mixed, and all debts due to each of such corporations on whatever account, including all choses or things in action, and all and every other interest of or belonging to or due to any of the Constituent Corporations, including, without limitation, all rights, privileges and powers as lessors under any existing leases shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation without further act or deed, and all such rights, privileges, powers and franchises, property, debts, choses or things in action, and all and every other interest of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real or other property, or interest therein, whether vested by deed or otherwise in any of the Constituent Corporations, shall not revert or be in any way impaired by reason of the mergers; but the liabilities of the Constituent Corporations, or their shareholders, directors or

officers, shall not be affected, nor shall the rights of creditors thereof, or of any person dealing with the Constituent Corporations, be impaired and the Surviving Corporation shall be responsible for all of the liabilities and obligations of the respective Constituent Corporations, to the same extent as if said liabilities and obligations had been incurred or contracted by it; and any claim existing, or action or proceeding pending, by or against any of the Constituent Corporations may be prosecuted to judgment as if the mergers herein referred to had not taken place, and to that end the Surviving Corporation may be proceeded against, or substituted in place of any Constituent Corporation.

5. The Directors of Zapata Virginia on the Effective Date shall be the Directors of the Surviving Corporation until their respective successors are duly elected and qualified. The officers of Zapata Virginia on the Effective Date shall continue to be the officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall otherwise determine. If, on the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of Zapata Virginia, such vacancy may be filled in the manner provided in the By-laws of the Surviving Corporation.

6. Prior to and from and after the Effective Date the Constituent Corporations shall take all such action as may be

necessary or appropriate in order to effectuate the mergers. In case at any time after the Effective Date the Surviving Corporation shall determine that any further conveyance, assignment or other document, or any further action is necessary or desirable to vest in the Surviving Corporation full title to all properties, assets, rights or privileges and franchises of any of the Constituent Corporations, including particularly title to vessels owned by one of the Constituent Corporations, the officers and directors of such Constituent Corporations shall execute and deliver all such instruments and take all such action as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all properties, assets, rights, privileges and franchises, and otherwise to carry out the purposes of this Agreement.

7. On the Effective Date:

(a) each issued share of Common Stock of Zapata Virginia, \$1.00 par value, shall continue as one share of Common Stock, \$1.00 par value, of the Surviving Corporation, which shall be fully paid and nonassessable; and

(b) each issued and outstanding share of the Common Stock of Zapata Delaware, \$1.00 par value, shall be cancelled and retired, and no shares of stock of Zapata Virginia shall be issued in respect thereof; and

(c) each issued and outstanding share of the Common Stock of Zapata Texas, \$1.00 par value, shall be cancelled and retired, and no shares of stock of Zapata Virginia shall be issued in respect thereof.

8. The Surviving Corporation may be served with process in the State of Delaware in any proceedings for enforcement of any obligations of Zapata Delaware as well as for enforcement of any obligation of the Surviving Corporation arising from the merger of Zapata Delaware into Zapata Virginia; and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 5010 York Road, Baltimore, Maryland 21212, until the Surviving Corporation shall have designated in writing to said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to the Surviving Corporation at the above address.

9. This Agreement embodies the entire agreement between the parties hereto. There have been and are no agreements, covenants, representations or warranties between the parties other than those expressly stated herein.

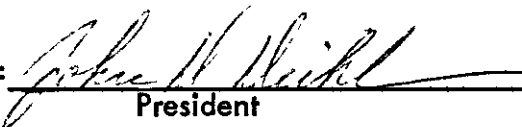
HAYNIE PRODUCTS, INC.

ARTICLES OF AMENDMENT RESTATING THE ARTICLES OF INCORPORATION


1. The name of the corporation is HAYNIE PRODUCTS, INC.
2. The amendment adopted is the Restated Articles of Incorporation, appended hereto as Exhibit "A".
3. The Board of Directors, on December 27, 1973, found the amendment to be in the best interest of the corporation and directed that it be submitted to the stockholders.
4. 200 shares of capital stock, \$5 par value, are outstanding, and on December 27, 1973, the sole holder of all such shares signed a consent in writing to such amendment.
5. On the effective date of such amendment, the stated capital of the corporation is \$1,000.00.

DATED: December 27, 1973.

HAYNIE PRODUCTS, INC.

By: 
President

and

By: 
Secretary

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

**AT RICHMOND,
April 26, 1974**

The accompanying articles having been delivered to the State Corporation Commission on behalf of

**Merger of two foreign corps. not domest. in Virginia into
Zapata Haynie Corporation (a Va. corp.)**

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this **CERTIFICATE OF MERGER** be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that

two foreign corporations

be merged into **Zapata Haynie Corporation**

the surviving corporation, which shall continue to be a corporation existing under the laws of the State of
Virginia

with the corporate name

Zapata Haynie Corporation

and that the separate existence of the corporations parties to the plan of merger, except the surviving corporation, shall cease.

STATE CORPORATION COMMISSION

By

[Signature]
Commissioner

VIRGINIA:

In the Clerk's Office of the **Circuit Court of Lancaster County**

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 30th day of May 1974 and is now returned to the State Corporation Commission by certified mail.

Attest: Constance L. Oliver
Dep Clerk

10. To facilitate the filing and recording of this Agreement, any number of counterparts thereof may be executed and each such counterpart shall be deemed to be an original instrument, but all such counterparts together shall constitute but one Agreement and Plan of Merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been signed on behalf of Zapata Delaware, Zapata Texas and Zapata Virginia under the seals of the respective corporations, as of the day and year first above written.

ZAPATA HAYNIE CORPORATION
(a Delaware corporation)

By: /s/ Paul L. Kelly
Vice President

ATTEST:

/s/ Don H. Smith
Secretary

ZAPATA PROTEIN, INC.

By /s/ Paul L. Kelly
Vice President

ATTEST:

/s/ Don H. Smith
Secretary

ZAPATA HAYNIE CORPORATION
(a Virginia corporation)

By: /s/ Paul L. Kelly
Vice President

ATTEST:

/s/ Don H. Smith
Secretary

EXHIBIT A
RESTATED
ARTICLES OF INCORPORATION
OF
ZAPATA HAYNIE CORPORATION

ARTICLE I

The name of the corporation is ZAPATA HAYNIE CORPORATION.

ARTICLE II

The purpose of the corporation is to engage in the acquisition, manufacture, sale and distribution of marine, chemical and other products. Without limitation by virtue of the preceding sentence, the corporation shall have the power to engage in any business not prohibited by law or required to be stated in the Articles of Incorporation.

ARTICLE III

The corporation shall have all powers granted to stock corporations by the Virginia Stock Corporation Act as the same may be amended from time to time, including specifically the power to enter into partnership agreements with other corporations, whether domestic or foreign, and with any individual or individuals.

ARTICLE IV

The corporation shall have authority to issue 1,000 shares of common stock of the par value of \$1.00 each.

ARTICLE V

The number of directors shall be fixed by the By-laws, or, in the absence of a By-law fixing the number, shall be three.

ARTICLE VI

Each director and officer shall be indemnified by the corporation against liabilities, fines, penalties and claims imposed upon or instituted against him (including amounts paid in settlement) by reason of having been a director or officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been finally adjudged to have been liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such director or officer. In the event of any other judgment against the director or officer or in the event of a settlement, the indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall have been a director of the corporation, by the Board of Directors, or otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was not guilty of gross negligence or

willful misconduct in the performance of his duty, and, in the event of settlement, that such settlement was, or if still to be made is, in the best interests of the corporation. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel. Every reference herein to director or officer shall include every director or officer or former director or officer of the corporation and every person who may have served at its request as director or officer of another corporation in which the corporation owned shares of stock or of which it is a creditor, and, in all such cases, his executors and administrators. The right of indemnification hereby provided shall not be exclusive of any other rights to which any director or officer may be entitled under any By-law, agreement, vote of stockholders or otherwise.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
December 31, 1973

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Haynie Products, Inc. (changing name to Zapata Haynie
Corporation)

and the Commission having found that the articles comply with the requirements of law and that all required fees
have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT & RESTATEMENT

✓ be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and
that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions
and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the
office of the clerk of the Circuit Court of Lancaster County

STATE CORPORATION COMMISSION

By Thomas P. Hanway
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Lancaster County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 11th
day of January, 1974 and is now returned to the State Corporation Commission by certified mail.

Wests: Constance L. Oliver
Clerk

Commonwealth of Virginia



State Corporation Commission

I, William C. Young, Clerk of the State Corporation Commission, do hereby certify that the foregoing is a true copy of all documents constituting as of this date the charter of Zapata Haynie Corporation..

In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond this 17th day of July A. D. 19 74



William C. Young
Clerk of the Commission.